

RECORDATION NO. 27659 FILED

SEP 30 '08 4 55 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, NW  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 30, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of September 30, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Assignee: Wachovia Financial Services, Inc.  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018

Anne K. Quinlan, Esq.  
September 30, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

31 cars within the series TILX 261137 - TILX 261186 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF ASSIGNMENT OF LEASE**  
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of September 30, 2008 ("Memorandum") is between Trinity Industries Leasing Company, a Delaware corporation ("Seller") and Wachovia Financial Services, Inc., a North Carolina corporation ("Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to that certain Rider Two (2) to Railroad Car Lease Agreement dated as of July 1, 2008 ("Rider 2") between Transportation Equipment, Inc. ("Lessee") and Seller, which incorporates by reference that certain Railroad Car Lease Agreement dated November 1, 2002 (the "Master Lease") between Lessee and Seller. Rider 2 and the Master Lease, to the extent incorporated into Rider 2 are hereinafter referred to as the "Lease Documents."

B. Buyer and Seller are parties to that certain Purchase Agreement dated September 30, 2008, and Assignment and Assumption Agreement dated September 30, 2008 pursuant to which Seller has agreed to sell to Buyer the Equipment and to assign to Buyer all of Seller's right, title and interest under the Lease Documents, and Buyer has agreed to purchase the Equipment and agreed to the assignment.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

TRINITY INDUSTRIES LEASING COMPANY

By: [Signature]  
Name: Eric Marchetto  
Title: Executive Vice President

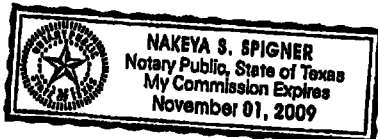
STATE OF )  
COUNTY OF ) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Dallas this 25<sup>th</sup> day of September, 2008 by Eric Marchetto, as Executive President of Trinity Industries Leasing Company, on behalf of the company.

Nakeya S. Spigner  
Notary Public

My commission expires: 11/1/09

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WACHOVIA FINANCIAL SERVICES, INC.

By: Richard F. Seymour  
Name: Richard F. Seymour  
Title: Managing Director

STATE OF Illinois )  
 ) ss:  
COUNTY OF Cook )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 29<sup>th</sup> day of September, 2008 by Richard F. Seymour, as Managing Director of Wachovia Financial Services, Inc., on behalf of the company.

K. A. Dombrowski  
Notary Public

My commission expires: 10/7/2009

[Notarial Seal]



**SCHEDULE 1**  
**Description of Equipment**

<u># Cars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>
31	1999	DOT 111A100W1	TILX 261137
		Tank Car 23589 gallon	TILX 261138
		coiled, insulated,	TILX 261139
		263,000 pound gross	TILX 261141
		rail load	TILX 261143
			TILX 261145
			TILX 261146
			TILX 261147
			TILX 261148
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			TILX 261168
			TILX 261170
			TILX 261171
			TILX 261172
			TILX 261174
			TILX 261177
			TILX 261179
			TILX 261180
			TILX 261182
			TILX 261184
			TILX 261185
			TILX 261186

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

9 / 30 / 08



\_\_\_\_\_  
Robert W. Alvord